

# BYLAWS OF THE MECHANICSVILLE COMMUNITY ASSOCIATION

## Article 1: Name

Mechanicsville Community Association

## Article 2: Purpose & Mission

The mission of the Mechanicsville Community Association is [1] to enhance the quality of life for, promote the safety of, and bridge relationships between families, businesses, churches & others in the neighborhood and [2] to serve as an advocate for neighborhood issues to local government and others.

## Article 3: Membership

Section 1. Categories. There will be two categories of membership in the Mechanicsville Community Association; they are:

1. Associate Members
2. Active Members

Section 2. Eligibility.

1. Associate members – to be an associate member, the member must reside, own property or operate a business in the neighborhood. An Associate Member could also be a member of a civic institution or have a special interest in the neighborhood.
2. Active members – to be an active member, the member must reside, own property or operate a business in the neighborhood. In addition, active members must enroll by completing a membership form and paying annual dues of \$10.00.

Section 3. Members Rights.

1. Associate members – shall have the right to attend all meetings, receive communication from the neighborhood association, and serve on committees.
2. Active members – shall have the right to attend all meetings, receive communication from the neighborhood association, serve on committees, and vote for officers in the annual election.

Section 4. Membership List. The secretary of the Mechanicsville Community Association shall keep an accurate list of the names of active members, including current addresses, telephone numbers, and e-mail addresses. The Directors shall provide that the membership list be closed each year thirty (30) days prior to the date of the annual meeting for the purpose of determining which members will be eligible to vote at that annual meeting.

Section 5. Membership Meeting. An annual meeting of the members shall be held during second Thursday in May at a time and place specified by the Board of Directors. Notice of the annual meeting shall be given no less than seven (7) days in advance, and shall state the place, time and

date of the meeting. The Board of Directors may by resolution set the times and places for more regular meetings of the members of the Mechanicsville Community Association.

#### Article 4: Changes in Bylaws and Charter

Section 1. No part of the bylaws or charter shall be altered without a two-thirds (2/3) majority and a minimum of twenty-five percent (25%) of the active members being present.

Section 2. The Board of Directors shall adopt a resolution setting for the proposed amendment and directing that it be submitted to a vote at the next regular or annual meeting.

Section 3. A mailed written notice of the meeting at which such proposed amendment is to be submitted, shall include a copy of the proposed amendment and a summary thereof, shall be sent to all active members. Notification to be no less than seven (7) days in advance and no more than fourteen (14) days in advance.

#### Article 5: Meeting Notification

Section 1. Active members will be notified of meetings by phone, mail, advertisement, flyer or any other common form of communication.

Section 2. Associate members will be notified of meetings by flyer, advertisement, or any other common form of mass communication.

#### Article 6: Quorum

No business of the Mechanicsville Community Association shall be transacted unless fifteen percent (15%) of the Association's active members are present at a meeting.

#### Article 7: Voting

There shall be one vote per active member. A majority vote (that is, one-half [1/2] plus one person) of those voting members present shall be required to carry any motion or to elect any director, except as provided elsewhere in these bylaws.

#### Article 8: Board of Directors

Section 1. Election. Candidates shall be selected from among those nominated by the Nominating Committee, which shall consist of three persons appointed by the President. [Nominating Committee members must be approved by a majority of the Board Members present at the meeting at which the nominations are made.] Candidates may also be nominated

by members present at the meeting. Directors shall be elected by a majority vote of those members present.

Section 2. Composition of the Board of Directors. The number of Board Members shall total seven.

Section 3. Term of Office. Each Director shall serve for a term of two years, or until a successor is selected. For the first election however, four members (chosen by a random process) will remain on the Board for a three-year term. The remaining three (3) will rotate off after serving their regular two-year terms.

Section 4. Duties. Directors shall set policy, recommended changes in bylaws as needed, set the agenda for membership meetings, authorize activities & expenditures of the association, supervise all phases of the association's work, and otherwise manage & direct the affairs of the association.

Section 5. Removal from the Board. Any or all directors may be removed with or without cause by a majority vote of the members present at a meeting in which a quorum is present. Any Director missing three consecutive meetings of the Board which have been called by virtue of Section 6 of this Article shall be automatically removed from the office unless the President or Secretary is informed before the meeting of the absences, and the reasons for such absences have been previously approved by resolution of the Board as reasons for which absence is excusable.

Section 6. Quorum. At least five (5) Board Members must be present at the Board of Directors meeting before any vote may be held on any resolution, election etc or before any reports may be read.

Section 7. Voting. Each Member of the Board shall have one vote. A majority of votes of the Members present shall be required to carry any motion, to elect any officers etc.

Section 8. Vacancies. Vacancies occurring on the Board for any reason other than the expiration of a term of office can be filled by the Board by following the aforementioned nominating procedure outlined in Article 8, Section 1. Mid-term election seat occupants on the Board shall only serve for the remaining term of a vacated seat. A new election will have to be held for the seat to determine who will serve the new two (2) year term for that particular, once vacated, seat.

Section 9. Resignation. Any Member of the Board of Directors may resign by giving written notice to the President.

#### Article 9: Officers

Section 1. Election of Officers. The officers of the association shall be elected at a regularly scheduled meeting and shall serve a term of two (2) years. Nominations for the officer positions shall be made at the last regularly scheduled meeting held prior to the meeting in which elections are to be held.

Officers shall be elected by a majority of votes; the nominee for a particular office who receives the most votes in an election shall be elected to that office. In the event of a tie for receiving the most votes, any nominee who shall not have received enough votes to be part of the tie shall be eliminated from consideration, and there shall immediately be a subsequent vote to determine the winner. This process shall repeat until a single nominee receives a majority of votes. The titles and duties of officers of the Association are enumerated in the following sections of these bylaws.

Section 2. President. The President shall be the chief officer of the Association. The duties of this office shall include the following:

1. Make necessary arrangements for meetings -- place, seating, refreshments etc.
2. Preside at all meetings, to begin & end on time.
3. Provide and follow agendas for all meetings.
4. Determine whether or not a quorum is present at meetings.
5. Sign checks for the organization, together with a second required signature by the Treasurer.
6. Oversee the drafting of all organizational documents.
7. Oversee the establishment of all committees and the assigning of committee chairpersons.
8. Act in an emergency when there is not enough time to call a meeting.
9. See that decisions of the organization are carried out in a timely way.
10. Encourage participation of all members.

Section 3. Vice President. The duties of the Vice President are as follows:

1. Carry out the duties of the President in her/her absence.
2. Assist the President in all duties.
3. Serve as Program Chair (optional).
4. Serve as Project Coordinator (optional).
5. Succeed the President in office for the remainder of any term.
6. Sign checks for the organization, in the absence of the President or Treasurer.

Section 4. Treasurer. The duties of the Treasurer are as follows:

1. Give a financial report at all meetings as called on by the President.
2. Have authority to sign checks, together with a required second signature of the President.
3. Prepare all tax reports as required.
4. Make arrangements for audits, record-keeping services, loans, and other financial services.
5. Acknowledge all gifts and donations in writing and prepare donor statements.
6. Perform all duties as required of the Treasurer in Articles 11 & 12 of these bylaws.

Section 5. Secretary. The duties of the Secretary shall be as follows:



1. Record, distribute, and maintain accurate records of all regular and called meetings of the Association.
2. Maintain and provide a list of all current members.
3. Maintain records of all committee meetings as submitted by committee chairpersons.
4. Post, mail and/or publicize all regular or called meetings.
5. Call special meetings of the Association.
6. Maintain files of all organizational documents – Charter, Bylaws etc.
7. Facilitate all organizational correspondence.
8. Perform all duties as required of the Secretary in Article 11 of these bylaws.

#### Article 10: Committees

Section 1. Executive Committee. There shall be an Executive Committee of the Association consisting of the organization's Directors and officers. It shall be the responsibility of the Executive Committee to plan the agendas for all meetings, to develop and recommend programs for the organization, and carry out another duties delegated to it by the Board of Directors. The Executive Committee, however, shall not have the authority to fill any vacancies in the Board or in any committee without the approval of a majority of the Board of Directors.

Section 2. Other Committees. The Board of Directors may designate & appoint one or more committees consisting of Directors or members or both, and shall describe the duties & authority of each such committee. Committees can be disbanded at the discretion of the Board.

Section 3. Reports. All committees shall report their activities & recommendations to the Board and file reports with the Secretary as requested.

#### Article 11: Books & Records

Section 1. Records. The Secretary of the Association or other such person appointed by the Board of Directors shall keep accurate, permanent minutes of the proceedings of the members, the Board of Directors, and the reports of committees, if any. Such person[s] shall also keep an accurate record of the members of the Association, including each member's name, address, and membership designation. These records are to be turned over to the new Secretary by the outgoing Secretary within one month.

Section 2. Financial Records. The Treasurer of the Association or such other person as may be appointed by the Board shall keep correct & complete of books & records of accounts of the Association. Such persons shall be required to account to the Board of Directors for all expenditures at the annual meeting of the Board and at the annual meeting of the members, and whenever the Board of the Directors shall require.

## Article 12: Funds

Section 1. Deposits & Withdrawals. The Treasurer shall be responsible for maintaining & accounting for all of the funds of the Association. As outgoing authorized signatures are replaced by new authorized signatures, the Treasurer will ensure that the correct signatures are on record with the account[s] at the bank or savings & loan association. Withdrawals from the account shall be made only after a resolution or motion has been passed by the Board of Directors or the Membership authorizing the withdrawal.

Section 2. Loan & Guarantees. The Association shall not make, directly or indirectly, any loan of money or organization property to, or guarantee or secure any debt of, any Directors or officer of the Association.